



**UNIVERSITY OF WISCONSIN SYSTEM BOARD OF REGENTS  
SPECIAL REGENT COMMITTEE ON GOVERNANCE ISSUES**

Tuesday, August 31, 2021  
2:30 p.m. – 4:00 p.m.

Via Webex Videoconference\*

1. Calling of the Roll
2. Charge to the Special Regent Committee on Governance Issues
3. Review of Proposed Process and Timeline for Addressing Issues
4. Chancellor Search Process
  - a. Review of current and prior policies and process
  - b. Discussion of policy options and potential flexibility to increase representation from campus communities and shared governance
  - c. Possible adoption of policy options/recommendations
5. Adjourn

*\*Webex videoconference registration information can be found at <https://www.wisconsin.edu/regents> or may be obtained from Jess Lathrop, Executive Director, Office of the Board of Regents, 1860 Van Hise Hall, 1220 Linden Drive, Madison, WI 53706, (608) 262-2324.*



**Board of Regents**

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DATE: August 19, 2021

TO: Regent Scott Beightol  
Regent Héctor Colón  
Regent Michael Grebe  
Regent Tracey Klein  
Regent John Miller  
Regent Cris Peterson

FROM: Ed Manydeeds, Regent President

RE: Appointment to the Special Regent Committee on Governance Issues

At a special meeting of the Board of Regents on May 11, 2021, we approved a resolution creating “a special committee of the Board to review the Board’s bylaws, policies, operations, traditions, and processes, and recommend changes designed to nurture and sustain good governance practices.” I am pleased to appoint you to serve as members of this special committee, heretofore known as the Special Regent Committee on Governance Issues. Regent Vice President Karen Walsh and I will serve as ex-officio voting members of the committee. In addition, I have asked Regent Tracey Klein to chair this committee.

The Special Regent Committee on Governance Issues is charged with the following:

1. Review and recommend policy or process changes for the selection and evaluation of the System President and the Chancellors, to include possible changes to RPD 6-4, to increase representation from the campus community and shared governance groups.
2. Develop a framework for setting priorities and evaluating progress towards goals for the UW System and its institutions in the areas of Equity/Diversity/Inclusion (EDI) and campus climate.
3. Review and recommend changes to policies and procedures related to tuition including establishing standards for setting tuition and a timeline for decisions.
4. Review and recommend changes to UW System’s GPR/resource allocation methodology.
5. Develop Board member educational programming covering such areas as statutory and fiduciary duties, good-governance practices, and UW System challenges.
6. Review and recommend necessary changes to Board bylaws.
7. Address other governance issues as identified by the committee.

I sincerely appreciate your willingness to participate in this important effort and hope that this committee will complete its work within the next nine to twelve months. I look forward to seeing the results of your work.

cc: UW System Board of Regents  
Tommy Thompson, UW System President  
UW Chancellors  
Warren Anderson, Senior Equity, Diversity & Inclusion Officer  
Jeff Buhrandt, Vice President for University Relations  
Jim Langdon, Vice President for Administration  
Jess Lathrop, Executive Director & Corporate Secretary, Office of the Board of Regents  
Anny Morrobel-Sosa, Vice President for Academic & Student Affairs  
Sean Nelson, Vice President for Finance  
Dean Stensberg, Chief of Staff  
Quinn Williams, General Counsel

## Proposed Schedule of Topics/Issues for Governance Committee

Meeting Date	Proposed Agenda
August 31, 2021 2:30-4:00 p.m.	<ol style="list-style-type: none"> <li>1. Charge to committee</li> <li>2. Process/Approach</li> <li>3. Review of proposed schedule for addressing issues</li> <li>4. Chancellor Search Process: review of existing and prior policies and process; discussion of policy options to increase representation from campus communities and shared governance; possible adoption of policy options/recommendations</li> </ol>
Late September	<p><b>Chancellor Search Process:</b> review of existing and prior policies and process; discussion of policy options to increase representation from campus communities and shared governance; possible adoption of policy options/recommendations (forward for possible consideration at the October or November BOR meeting)</p> <p><b>Equity, Diversity &amp; Inclusion:</b> review of existing policies, priorities, and goals; discussion of policy options/recommendations</p>
October	<p><b>Equity, Diversity &amp; Inclusion:</b> review of existing policies, priorities, and goals; discussion of policy options/recommendations</p>
November	<p><b>Equity, Diversity &amp; Inclusion:</b> adopt policy options/recommendations (forward for possible consideration at the December BOR meeting)</p> <p><b>Tuition:</b> review of existing tuition-setting policies and procedures; discussion of policy options/recommendations</p>
December	<p><b>Tuition:</b> adopt policy options (forward for possible consideration at the February BOR meeting)</p> <p><b>Resource allocation to campuses:</b> review existing policies and process; discussion of policy options/recommendations</p>
January	<p><b>Resource allocation to campuses:</b> adopt policy options/recommendations (forward for possible consideration at the February or March BOR meeting)</p> <p><b>Evaluation of Chancellors and System President:</b> review of options/recommendations for evaluating chancellors and the System President</p> <p><b>Identify additional governance issues</b></p>

February	<p><b>Evaluation of Chancellors and System President:</b> adopt policy options/recommendations</p> <p><b>Regent orientation and development:</b> review existing training, education, and development opportunities for Regents; discussion of policy options/recommendations</p>
March	<p><b>Regent orientation and development:</b> Adopt policy options/recommendations</p> <p><b>Bylaws:</b> review existing bylaws; discuss options/recommendations for changes</p>
April	<p><b>Bylaws:</b> Adopt policy options/recommendations (forward for possible consideration at the June Board meeting)</p> <p><b>Identify additional governance issues</b></p>

DRAFT

August 31, 2021

**PROPOSED CHANGES TO REGENT POLICY DOCUMENT 6-4  
RELATING TO CHANCELLOR SEARCH PROCESSES**

**REQUESTED ACTION**

Review of Regent Policy Document 6-4 related to the search process for chancellors, and adoption of recommendations for further Board of Regents action.

**SUMMARY**

The Special Regent Committee on Governance Issues is being asked to consider the following changes to Regent Policy Document 6-4, "Selection Process for System President, Chancellors, Vice Chancellors and UW System Senior Leadership Positions" related to search processes for chancellors and appointment of interims:

- Modify language to specify a minimum number of Regents to serve on the Special Regent Committee for chancellor searches to provide greater flexibility to the Regent President in making appointments to search committees (see page 1 of Attachment A);
- Modify language related to the composition of Search and Screen Committees for chancellor searches to provide greater flexibility to include Regent and non-Regent members of Search and Screen Committees (see page 2 of Attachment A);
- Modify language related to interim appointees to require the Regent President to provide advance written authorization to allow interim appointees to participate as a candidate for permanent positions (see page 6 of Attachment A).

**Presenter:**

- Jeff Buhrandt, Interim Vice President for University Relations, UW System Administration

## **BACKGROUND**

At a special meeting of the Board of Regents on May 11, 2021, the Board approved a resolution creating “a special committee of the Board to review the Board’s bylaws, policies, operations, traditions, and processes, and recommend changes designed to nurture and sustain good governance practices.” On August 19, 2021, Regent President Ed Manydeeds appointed Regents Scott Beightol, Héctor Colón, Michael Grebe, Tracey Klein, John Miller, and Cris Peterson to the special committee, and designated Regent Klein as committee chair. Regent President Manydeeds also noted that he and Regent Vice President Karen Walsh would serve as ex-officio voting members of the committee.

## **ATTACHMENT**

- A) Proposed changes to Regent Policy Document 6-4, “Selection Process for System President, Chancellors, Vice Chancellors and UW System Senior Leadership Positions”

Regent Policy Document 6-4 (formerly 88-2)

## Selection Process for System President, Chancellors, Vice Chancellors and UW System Senior Leadership Positions

### Scope

This policy sets forth the protocol the Board of Regents has determined shall be followed for the selection of University of Wisconsin System senior leadership positions: chancellors of UW institutions, vice chancellors of UW institutions, UW System Senior Vice Presidents, Vice Presidents, the General Counsel, and the Chief Audit Executive, as well as interim appointees to these positions and the UW System President position.

### Purpose

The purpose of this policy is to implement s. 36.09(1)(e), Wis. Stats., authorizing the Board of Regents to appoint a president of the UW System, a chancellor for each UW institution, and other UW System leadership positions. This policy defines the roles and responsibilities of the Board of Regents and the System President, and the committees they appoint, when filling leadership positions in UW System Administration and at UW institutions.

### Policy Statement

The University of Wisconsin System Board of Regents considers the selection of the System President and UW institutional Chancellors to be among its most important duties and maintains a strong commitment to the principles of inclusivity and consultation with institutional and community representatives. To ensure effective leadership of the University of Wisconsin System, the following protocols are to be used:

#### UW System President:

When a vacancy occurs or is imminent, the Regent President shall consult with the Regent Vice President and other members of the Executive Committee of the Board of Regents to determine the process the Board will use in selecting a new System President.

#### Chancellors:

#### 1. SPECIAL REGENT COMMITTEE COMPOSITION:

When a vacancy occurs or is imminent, the Regent President shall designate a Special Regent Committee consisting of ~~not less than~~ **at least** three ~~nor more than five~~ Regents to be involved in the selection process for a replacement. The Regent President shall designate a chairperson of the Special Regent Committee.

## 2. CHANCELLOR QUALIFICATIONS:

The Special Regent Committee shall confer with the UW System President and advise the System President of any special qualifications for the position that it believes should be considered. Members of the Special Regent Committee are encouraged to visit the UW institution and meet with students, faculty, staff, and other members of the campus community to familiarize themselves with the unique characteristics and needs of the institution. The Special Regent Committee shall work with the System President to produce a brief job description, taking into account the special characteristics of the institution at which the Chancellor would serve. The job description shall be inclusive and encourage applicants from various professional backgrounds and not require candidates for chancellor to have a terminal degree or the academic experience to be awarded tenure at the institution.

## 3. SEARCH AND SCREEN COMMITTEE COMPOSITION:

The Search and Screen Committee shall be comprised of ~~ten members, to include five Regents and five~~ individuals knowledgeable of the duties and responsibilities of the position and broadly representative of the interests of the students, faculty, academic staff, university staff, administrators, community and friends of the institution and the interests of the UW System.

The Regent President shall appoint ~~at least three~~ five Regents to the Search and Screen Committee, and designate one of the Regents as chair.

The System President in consultation with the Regent President, and after consulting with members of the institution's governance groups and other members of the university community, shall appoint ~~the at least~~ at least five non-Regent members of the committee to include at least: two faculty, one staff representative from the institution, one student, and one community and/or alumni member. The System President shall consider diversity, particularly as it relates to gender, race, and ethnicity, when making committee appointments.

The System President, in consultation with the Regent President and the chair of the Search and Screen Committee, shall designate one of the faculty committee members as the Search and Screen Committee vice chair.

It is essential that the members of the Search and Screen Committee be dedicated to a single objective—the identification and recommendation of the strongest possible candidates for a chancellorship of a University of Wisconsin institution.

## 4. SEARCH AND SCREEN COMMITTEE ROLE AND PROGRESS REPORTS:

The Search and Screen Committee shall be provided with an opportunity to review and provide input on the job description prepared by the System President and the Special Regent Committee. After the Special Regent Committee finalizes the job description, the Search and Screen Committee shall conduct such interviews of semi-finalists as it deems appropriate, with at least one member of the Special Regent Committee in addition to the Search and Screen Committee chair observing each of the semi-finalist interviews. The Search and Screen Committee shall make periodic progress reports to the Special Regent Committee and the

System President and shall continue to provide feedback on candidates until such time as the committee is discharged by the System President.

**5. IDENTIFICATION OF FINALISTS:**

The Search and Screen Committee shall subsequently provide a list recommending qualified individuals, in unranked order, along with an alphabetical list of all persons considered at a joint meeting of the Search and Screen Committee, the Special Regent Committee and the System President. The Search and Screen Committee may be asked to provide oral presentations on the candidates under consideration. If any of the names on the initial list presented by the Search and Screen Committee are not accepted by the Special Regent Committee, or if any of the recommended candidates withdraw from the search, then before the Search and Screen Committee is discharged, it may be asked to provide additional candidates from the list of persons considered as semi-finalists.

The Special Regent Committee shall determine the finalists who will be invited to continue in the selection process, with up to three being a typical number invited for interviews.

**6. FINALIST INTERVIEWS:**

The Special Regent Committee, in conjunction with the System President, shall review all of the finalists, conduct interviews, work with the campus community to schedule campus visits for the finalists, and identify a candidate to recommend to the full Board of Regents.

**7. BOARD OF REGENTS APPROVAL:**

The full Board shall approve the appointment, including salary.

**Vice Chancellors:**

**1. PROCESS:**

When a vacancy occurs or is imminent, the chancellor shall determine the process to be used to select a new vice chancellor. A UW institution may not adopt a policy or rule, or use a position description or job advertisement, that requires a candidate for a vice chancellor position to have served as a UW System faculty member or as a faculty member at another institution of higher education, to have been granted tenure at a UW System institution or at another institution of higher education, or to hold the highest level of academic degree in a field of study or profession.

**2. POLICY ADOPTION:**

This Regent policy will supersede all institutional policies on the matter of academic and professional qualifications for vice chancellors.

**UW System Administration Senior Leadership Positions:**

**1. APPOINTMENT OF SEARCH AND SCREEN COMMITTEE:**

When a vacancy occurs or is imminent, the System President shall appoint a Search and Screen Committee. For positions determined by the System President to involve a high degree of campus contact, the Search and Screen Committee may include faculty, staff, and/or student representatives.

**2. SEARCH AND SCREEN COMMITTEE ROLE:**

The Search and Screen Committee shall be provided with a job description prepared by the System President in consultation with the chair(s) of the appropriate standing committee(s) of the Board of Regents, depending on the duties and responsibilities of the vacant position. The Search and Screen Committee shall screen candidates and conduct such interviews as it deems appropriate.

**3. IDENTIFICATION OF FINALISTS:**

The Search and Screen Committee shall subsequently provide a list recommending qualified individuals, in unranked order, along with an alphabetical list of all persons considered. If any of the names on the initial list presented by the Search and Screen Committee are not accepted by the System President, or if any of the recommended candidates withdraws from the search, then before the Search and Screen Committee is discharged, it may be asked to provide additional candidates from the list of persons considered. In addition, the System President may identify as finalists up to two additional names from the list of persons considered by the Search and Screen Committee.

**4. FINALIST INTERVIEWS:**

The System President shall review all of the final candidates and conduct interviews. The System President shall fill the vacancy from among the candidates interviewed, and shall advise the appropriate Board standing committee of the person selected.

**5. SALARY APPROVAL:**

Board approval of the salary for senior leadership positions is not required unless the salary exceeds the Board-approved salary range.

**6. APPOINTMENT:**

In the case of the Chief Audit Executive, the appointment is made jointly by the System President and the Chair of the Board of Regents Audit Committee.

**Interim Appointments:**

The procedure for selecting an interim System President is as follows:

**1. REGENT PRESIDENT’S AUTHORITY:**

When a vacancy occurs or is imminent, the Regent President may appoint an interim System President to serve until a permanent appointment is made.

**2. COMMITTEES NOT REQUIRED:**

Appointment of a Special Regent Committee or Search and Screen Committee is not required or expected for an interim appointment.

**3. REGENT PRESIDENT CONSULTATION:**

Prior to appointing an interim System President, the Regent President shall consult with the Vice President and other members of the Executive Committee of the Board of Regents. Such consultation shall include the length and salary of the interim appointment.

**4. LIMIT ON LENGTH OF APPOINTMENT:**

In determining the length of an interim appointment, the Regent President shall consider the circumstances of the vacancy and the best interests of the UW System. The length of an interim appointment for a System President may not exceed three years.

**5. ELIGIBILITY FOR PERMANENT APPOINTMENT:**

An interim appointee shall not be considered a candidate in the search process for the permanent position without advance written authorization from the Regent President permitting the interim appointee to participate as a candidate for the permanent position.

The procedure for selecting interim Chancellors and UW System Administration senior leadership positions is as follows:

**1. SYSTEM PRESIDENT’S AUTHORITY:**

When a vacancy occurs or is imminent, the System President may appoint an interim leader to serve until a permanent appointment is made. In the case of the Chief Audit Executive, the interim appointment is made jointly by the System President and the Chair of the Board of Regents Audit Committee.

**2. COMMITTEES NOT REQUIRED:**

Appointment of a Special Regent Committee or Search and Screen Committee is not required or expected for interim appointments; however, the System President is urged to consult with members of the university community where a chancellor vacancy is expected.

**3. SYSTEM PRESIDENT CONSULTATION:**

Prior to appointing an interim Chancellor, the System President shall consult with the Regent President and Regent Vice President. Prior to appointing interim senior leadership positions, the System President shall consult with the Regent President and Regent Vice President and with the chair of the appropriate standing committee(s) of the Board of Regents, as determined by the duties of the position. Such consultation shall include the length and salary of the interim appointment.

#### **4. LIMIT ON LENGTH OF APPOINTMENT:**

In determining the length of an interim appointment, the System President shall consider the circumstances of the vacancy and the best interests of the UW System. The length of an interim appointment for a Chancellor or senior leadership positions may not exceed three years.

#### **5. ELIGIBILITY FOR PERMANENT APPOINTMENT:**

An interim appointee shall not be considered a candidate in the search process for the permanent position without advance written authorization from the System Regent President permitting the interim appointee to participate as a candidate for the permanent position.

The procedure for selecting an interim Vice Chancellor is as follows: When a vacancy occurs or is imminent, the Chancellor may appoint an interim Vice Chancellor to serve until a permanent appointment is made.

## **Oversight, Roles and Responsibilities**

The Office of the Board of Regents and the UW System Office of Human Resources and Workforce Diversity are responsible for communicating search process requirements and working with the Regent President, Regents, and the System President to implement the procedures detailed in this policy.

*History: Res. 59, adopted 1/7/1972; Res. 325, adopted 11/3/1972, created Regent Policy Document 72-18 and rescinded Res. 59. Res. 4034, adopted 4/8/1988, created Regent Policy Document 88-2 and replaced Regent Policy Documents 72-18; Res. 5176, adopted 3/10/1989, created Regent Policy Document 89-3 and amended Regent Policy Document 88-2; Res. 6636, adopted 4/8/1994, amended Regent Policy Document 88-2; Res. 6932, adopted 5/5/1995, amended Regent Policy Document 88-2; Res. 8157, adopted 6/8/2000, amended Regent Policy Document 88-2; subsequently renumbered 6-4; Res. 9811, adopted 8/20/2010, amended Regent Policy Document 6-4; Res. 10517, adopted 6/5/2015, amended Regent Policy Docu*